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BEFORE THE  
ILLINOIS COMMERCE COMMISSION

IN THE MATTER OF: )  
 )  
AQUA ILLINOIS INC., )  
 )  
 ) No. 15-0384  
 )  
Petition of Approval of an Asset )  
Purchase Agreement, Issuance of )  
a Certificate of Public )  
Convenience and Necessity to )  
Operate a Water System, and for )  
the Issuance of an Order )  
Approving Rates, Accounting )  
Entries and Tariffs. )

Chicago, Illinois  
October 13, 2015

Met pursuant to notice at 1:05 p.m.

BEFORE:  
GLENNON P. DOLAN, Administrative Law Judge.

1 APPEARANCES:

2 ROONEY RIPPPIE & RATNASWAMY LLP, by  
3 MS. MARIS J. JAGER,  
4 350 West Hubbard Street, Suite 600  
Chicago, Illinois 60654  
312.447.2800  
Appearing on behalf of Aqua Illinois Inc.;

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6 ILLINOIS COMMERCE COMMISSION, by  
7 MS. MARCY A. SHERRILL and  
8 MS. KELLY ARMSTRONG TURNER  
160 North LaSalle Street, Suite C-800  
Chicago, Illinois 60601  
312.814.1934  
Appearing on behalf of the Staff of the  
Illinois Commerce Commission.

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11 SULLIVAN REPORTING COMPANY, by  
12 Christa Yan, CSR, RPR  
License No. 084-004816

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I N D E X

<u>Witnesses:</u>	<u>Direct</u>	<u>Cross</u>	<u>Re-</u> <u>direct</u>	<u>Re-</u> <u>cross</u>	<u>By</u> <u>Examiner</u>
None.					

E X H I B I T S

<u>AQUA</u> <u>Number</u>	<u>For Identification</u>	<u>In Evidence</u>
1.0 through 1.5		16
2.0 Revised through 2.2 Revised		16
2.3 through 2.9		16

<u>STAFF</u> <u>Number</u>	<u>For Identification</u>	<u>In Evidence</u>
1.0		18
2.0, 2.1		18
3.0, 3.1, 3.01, 3.02		18
4.0, 4.1		18
5.0, 5.1, 5.2E, 5.3N, 5.4		18

1 JUDGE DOLAN: By direction and authority of the  
2 Illinois Commerce Commission, I call Docket No. 15-  
3 0384, Aqua Illinois Incorporated, a petition for  
4 approval of an Asset Purchase Agreement, Issuance of  
5 a Certificate of Public Convenience and Necessity to  
6 Operate a Water System, and for the Issuance of an  
7 Order Approving Rates, Accounting Entries and Tariff  
8 Language.

9 Will the parties please identify  
10 themselves for the record.

11 MS. JAGER: On behalf of Aqua Illinois, Maris  
12 Jager with Rooney Rippie & Ratnaswamy LLP, 350 West  
13 Hubbard Street, Suite 600, Chicago, Illinois 60654.

14 MS. SHERRILL: On behalf of the staff of the  
15 Illinois Commerce Commission, Marcy Sherrill and  
16 Kelly Armstrong Turner, 160 North LaSalle, Suite 800,  
17 Chicago, Illinois 60601.

18 JUDGE DOLAN: And nobody -- no?

19 MS. SHERRILL: No.

20 JUDGE DOLAN: All right. Let the record  
21 reflect there are no additional appearances.

22 Okay. Discussion took place off the

1 record, and it seems that the parties have reached an  
2 agreement on all issues, and we're just going to  
3 submit evidence into the record; is that correct?

4 MS. JAGER: Yes.

5 MS. SHERRILL: Yes.

6 JUDGE DOLAN: Okay. Then with that, do you  
7 want to start?

8 MS. JAGER: Sure.

9 Aqua Illinois filed the testimony of  
10 two witnesses in this docket. No parties indicated a  
11 desire to cross-examine these witnesses, so at this  
12 time Aqua Illinois would move for admission of the  
13 following exhibits: Aqua Exhibit 1.0, the direct  
14 testimony of Mr. Craig L. Blanchette, along with Aqua  
15 Exhibits 1.1, 1.2, 1.3, and 1.4, which were filed on  
16 eDocket on July 31st, 2015.

17 Aqua Exhibit 1.5, the affidavit of  
18 Mr. Craig L. Blanchette filed on eDocket on  
19 October 13th, 2015, Aqua Exhibit 2.0 revised, the  
20 direct testimony of Mr. Paul J. Hanley, along with  
21 Aqua Exhibits 2.1 revised, 2.2 revised, 2.3, 2.4,  
22 2.5, 2.6, 2.7, and 2.8.

1                   Revised Aqua Exhibits 2.0 through 2.2  
2     were filed on eDocket on August 13th, 2015. And Aqua  
3     Exhibits 2.3 through 2.8 were filed on eDocket on  
4     July 31st, 2015.

5           JUDGE DOLAN: Okay. Just real quick.

6           MS. JAGER: Sure.

7           JUDGE DOLAN: It's 2.0 and then 2.1 is revised,  
8     and then 2.2 is revised?

9           MS. JAGER: 2.0 through 2.2 are revised.

10          JUDGE DOLAN: Okay. Okay.

11          MS. JAGER: And then 2.3 through 2.8 are  
12     just ...

13          JUDGE DOLAN: Regulars.

14          MS. JAGER: Yes.

15                   And, lastly, Aqua Exhibit 2.9, the  
16     affidavit of Mr. Paul J. Hanley filed on eDocket on  
17     October 13th, 2015.

18                   With that, Aqua Illinois moves for  
19     admission into evidence of the above-listed exhibits.

20          JUDGE DOLAN: Any objection?

21          MS. SHERRILL: No objection.

22          JUDGE DOLAN: There are no objections.

1                   Aqua Exhibit 1.0 through 1.5, 2.0  
2   revised through 2.2 revised, and then 2.3 through 2.9  
3   will be admitted into the record.   Okay.

4           MS. SHERRILL:   Staff would like to move for  
5   admission into the record the affidavit of Jonathan  
6   Sperry, which has been marked as ICC Staff  
7   Exhibit 1.0 and which was filed on eDocket on  
8   July 9th, 2015.   That affidavit recommends the entry  
9   of an Interim Order approving the appraisal contracts  
10   in this docket.

11                   Staff moves also for admission into  
12   the record the following documents:   First, the  
13   affidavit of Jonathan Sperry, which has been marked  
14   as ICC Staff Exhibit 2.1 and filed on eDocket on  
15   October 13th.   That affidavit supports the direct  
16   testimony of Jonathan Sperry, which is marked as ICC  
17   Staff Exhibit 2.0 and was filed on eDocket on  
18   October 5th, 2015.

19                   Second, the affidavit of Daniel  
20   G. Kahle, which has been marked as ICC Staff  
21   Exhibit 3.1 and filed on eDocket on October 13th.  
22   That affidavit supports the direct testimony of

1 Daniel G. Kahle, which was filed on eDocket on  
2 October 5th, 2015. It is marked as ICC Staff  
3 Exhibit 3.0. It includes two schedules which have  
4 been marked as ICC Staff Exhibit 3.01 and 3.02.

5 Third, the affidavit of Janis Freetly,  
6 which has been marked as ICC Staff Exhibit 4.1 and  
7 filed on eDocket on October 13th. That affidavit  
8 supports the direct testimony of Janis Freetly, which  
9 was marked as ICC Staff Exhibit 4.0 and filed on  
10 eDocket on October 5th, 2015.

11 And, finally, the affidavit of Cheri  
12 Harden, which has been marked as ICC Staff  
13 Exhibit 5.4 and filed on eDocket on October 13th.  
14 That affidavit supports the direct testimony of Cheri  
15 Harden, which was filed on eDocket on October 5th,  
16 2015, and marked as ICC Staff Exhibit 5.0. It  
17 includes three schedules, which have been marked as  
18 ICC Staff Exhibits 5.1, 5.2E and 5.3N.

19 JUDGE DOLAN: Okay. And you did mention  
20 Sperry's testimony, right? Or does he not have  
21 testimony?

22 MS. SHERRILL: His testimony was marked Staff



1 Exhibit 2.0.

2 JUDGE DOLAN: 2.0. Okay.

3 MS. SHERRILL: He filed two affidavits. He  
4 filed 1.0 and then 2.1 is also an affidavit.

5 JUDGE DOLAN: Okay. So 2.0. And you did  
6 mention his testimony to get it into the record,  
7 right?

8 MS. SHERRILL: Yes.

9 JUDGE DOLAN: Okay. So you have 1.0, 2.0, 2.1,  
10 3.0, 3.1, 3.01, 3.02, 4.0, 4.1, 5.0, 5.1, 5.2E, 5.3N,  
11 and 5.4.

12 MS. SHERRILL: Yes.

13 JUDGE DOLAN: Okay. Any objections?

14 MS. JAGER: No objections.

15 JUDGE DOLAN: All right. Staff's exhibits will  
16 be entered into the record.

17 MS. JAGER: Your Honor, it just occurred to me  
18 we have an affidavit that was filed in July for  
19 Mr. Hanley kind of along the lines of Mr. Sperry's  
20 affidavit, and I believe that was also marked as 1.0.  
21 So I'm not sure how you want to address that, if we  
22 should file a correction, or if we just want to

1 correct it on the record to enter it into the record.

2 JUDGE DOLAN: Oh, that was 1.0 also.

3 MS. JAGER: Yeah. And we have an affidavit of

4 Mr. Hanley and the direct testimony of

5 Mr. Blanchette, which was marked as 1.0.

6 JUDGE DOLAN: Which one was filed first?

7 MS. JAGER: The affidavit.

8 JUDGE DOLAN: Yeah, that's what I thought.

9 Yeah, we probably should clarify that. Since you

10 have all the exhibits, how about if we just change

11 the affidavit's number?

12 MS. JAGER: Yeah.

13 JUDGE DOLAN: Good. That's from Blanchette?

14 MS. JAGER: The affidavit would be Mr. Hanley,

15 and we have Attachments 1 through 5 to the affidavit.

16 JUDGE DOLAN: Okay.

17 MS. JAGER: And those were all filed on

18 July 7th.

19 JUDGE DOLAN: Wait. No.

20 MS. JAGER: Mr. Hanley's affidavit.

21 JUDGE DOLAN: Well, I had Blanchette as 1.0.

22 MS. JAGER: Right. And ...

1 JUDGE DOLAN: Oh, but Hanley's had exhibits  
2 attached to the affidavit too.

3 MS. JAGER: Correct.

4 JUDGE DOLAN: Let's go off the record for a  
5 second.

6 (Discussion off the record.)

7 JUDGE DOLAN: All right. A discussion took  
8 place off the record concerning the exhibits, and it  
9 appears that Aqua mistakenly identified two exhibits  
10 as 1.0 along with attachments.

11 So we are going to -- Aqua is going to  
12 be filing an amended exhibit, and the affidavit of  
13 Mr. Hanley that was originally marked as Aqua  
14 Exhibit 1.0 with Attachments 1.1 through 1.5 will be  
15 refiled as Exhibit 3.0 with attachments 3.1 through  
16 3.5.

17 MS. JAGER: Correct. And that affidavit was  
18 originally filed on July 7th, 2015.

19 JUDGE DOLAN: Okay.

20 MS. JAGER: And we would like to move those  
21 into the record with the caveat that we'll be filing  
22 the corrected exhibit number.

1 JUDGE DOLAN: All right. Is there any  
2 objections to that?

3 MS. SHERRILL: No.

4 JUDGE DOLAN: Okay. And did we get Staff's  
5 exhibits all into the record?

6 MS. SHERRILL: Yes.

7 MS. JAGER: I think so.

8 JUDGE DOLAN: All right. With that, then I  
9 will just enter and continue this matter generally  
10 because I don't want to mark it heard and taken.  
11 Okay. Thank you.

12 MS. JAGER: Thank you.

13 MS. SHERRILL: Thank you.

14 SINE DIE.

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